

CHAPMAN AND CUTLER

Theodore S. Chapman
1877-1943
Henry E. Cutler
1879-1959

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Salt Lake City, Utah 84144
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April 27, 1995

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Re:

The Detroit Edison Company
Leveraged Lease Financing
Gondola Railcars

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) executed copies of a ^{Partial} Termination of Agreement, dated April 27, 1995, a secondary document as defined in the Commissions Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to Interim Use Agreement filed with the Commission under Recordation Number 19368.

The names and addresses of the parties to the enclosed document are:

Owner/Manufacturer: Thrall Car Manufacturing Company
c/o Duchossois Industries, Inc.
845 Larch Avenue
Elmhurst, Illinois 60126

User/Lessee: The Detroit Edison Company
2000 Second Avenue
Detroit, Michigan 48226

A description of the railroad equipment covered by the enclosed document is attached to the enclosed Termination of Agreement as Schedule 1.

Also enclosed is a check in the amount of \$21.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

CHAPMAN AND CUTLER

Kindly return one stamped copy of the enclosed document to the undersigned.

Please feel free to contact the undersigned at (312) 845-2997 with any questions you may have with respect to the enclosed.

Very truly yours,

CHAPMAN AND CUTLER

By Steven G. Anderson
Steven G. Anderson

SGA/cs
Enclosure



Interstate Commerce Commission
Washington, D.C. 20423-0001

4/27/95

Office Of The Secretary

Steven G. Anderson
Clayton and Cutler
111 West Monroe Street
Chicago, Illinois 60603-4080

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/27/95 at 3:30PM, and assigned recordation number(s). 19368-A.

Sincerely yours,

Vernon A. Williams
Vernon A. Williams
Secretary

Enclosure(s)

(0100606068)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

James M. Felt

RECORDATION NO. 19368-A FILED 1425
APR 27 1995 10 29 PM

TERMINATION OF AGREEMENT

THIS TERMINATION OF AGREEMENT, is made this 27th day of April 1995, by and between The Detroit Edison Company, a Michigan corporation ("*Detroit Edison*"), and Thrall Car Manufacturing Company, an Illinois corporation ("*Thrall*").

WHEREAS, Detroit Edison and Thrall are parties to an Interim Use Agreement, dated as of April 21, 1995 (the "*Agreement*"); and

WHEREAS, the Agreement was duly filed for recordation with the Interstate Commerce Commission (the "*ICC*") pursuant to 49 U.S.C. Section 11303, on April 25, 1995, at 11:35 a.m. and given Recordation Number 19368; and

WHEREAS, Detroit Edison and Thrall desire to terminate and cancel the Agreement with respect to the equipment described herein and to record such termination and cancellation with the ICC;

NOW THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is acknowledged, Detroit Edison and Thrall, intending to be legally bound, agree as follows:

1. Detroit Edison and Thrall hereby terminate and cancel the Agreement, effective April 27, 1995 with respect to the equipment described on Schedule 1 attached hereto (hereinafter, the "*Terminated Equipment*"), and Detroit Edison and Thrall hereby agree that no rights, duties or liabilities under the Agreement with respect to such Terminated Equipment shall survive such termination and cancellation of the Agreement, except with respect to acts, events, or omissions under the Agreement occurring on or prior to the date hereof.

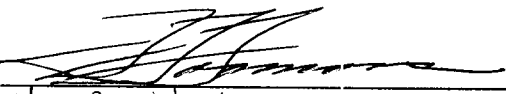
2. The parties agree to record this Termination of Agreement with the ICC so as to release any lien against the Terminated Equipment created by or arising out of the Agreement.

3. Nothing herein contained shall be construed to terminate and cancel the Agreement with respect to any equipment other than the Terminated Equipment hereinabove specifically described.

4. This Termination of Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Termination of Agreement.

IN WITNESS WHEREOF, Detroit Edison and Thrall have caused this Termination of Agreement to be executed as of the day and year first above written.

THE DETROIT EDISON COMPANY, a Michigan
corporation

By 
Its Vice President and Treasurer

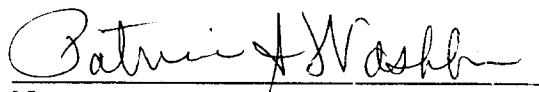
THRALL CAR MANUFACTURING COMPANY,
an Illinois corporation

By _____
Its _____

STATE OF MICHIGAN)
)
COUNTY OF WAYNE)

On this, the 24th day of April, 1995, before me, a Notary Public in and for said County and State, personally appeared L.L. LOOMANS, of THE DETROIT EDISON COMPANY, who acknowledged himself/herself to be a duly authorized officer of THE DETROIT EDISON COMPANY, and that, as such officer, being authorized to do so, he/she executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Name: **PATRICIA A. WASHBURN**
Notary Public **Notary Public, Wayne County, MI**
My Commission Expires: **My Commission Expires Sept. 26, 1997**
Residing in _____

STATE OF _____)
)
COUNTY OF _____)

On this, the ____ day of April, 1995, before me, a Notary Public in and for said County and State, personally appeared _____, of THRALL CAR MANUFACTURING COMPANY, who acknowledged himself/herself to be a duly authorized officer of THRALL CAR MANUFACTURING COMPANY, and that, as such officer, being authorized to do so, he/she executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

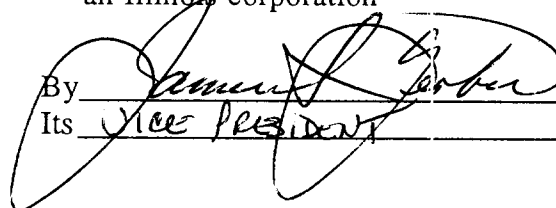
Name:
Notary Public
My Commission Expires:
Residing in _____

IN WITNESS WHEREOF, Detroit Edison and Thrall have caused this Termination of Agreement to be executed as of the day and year first above written.

THE DETROIT EDISON COMPANY, a Michigan
corporation

By _____
Its _____

THRALL CAR MANUFACTURING COMPANY,
an Illinois corporation

By  _____
Its Vice President _____

STATE OF _____)
)
COUNTY OF _____)

On this, the ____ day of April, 1995, before me, a Notary Public in and for said County and State, personally appeared _____, of THE DETROIT EDISON COMPANY, who acknowledged himself/herself to be a duly authorized officer of THE DETROIT EDISON COMPANY, and that, as such officer, being authorized to do so, he/she executed the foregoing instrument for the purposes therein contained.

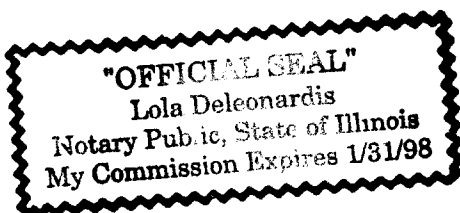
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF Illinois)
)
COUNTY OF DuPage)

On this, the 24th day of April, 1995, before me, a Notary Public in and for said County and State, personally appeared JAMES S. VERBIC, of THRALL CAR MANUFACTURING COMPANY, who acknowledged himself/~~herself~~ to be a duly authorized officer of THRALL CAR MANUFACTURING COMPANY, and that, as such officer, being authorized to do so, he/~~she~~ executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Lola Deleonardis
Name: LOLA DELEONARDIS
Notary Public
My Commission Expires: 1/31/98
Residing in DUPAGE COUNTY

**SCHEDULE 1
TO TERMINATION OF AGREEMENT**

84 Rotary Dump, Doubletub Aluminum Gondola Railcars

DEEX 6001 through
DEEX 6080, inclusive

DEEX 6082

DEEX 6083

DEEX 6085

DEEX 6086